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Attorneys for the Foreign Representative

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

PERFORADORA ORO NEGRO, S. DE R.L.
DE C.V., *et al.*

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 18-11094 (SCC)

(Jointly Administered)

STIPULATION AND ORDER

This Stipulation (the “Stipulation”) is entered on this 9th day of March 2020 (the “Entry Date”), by and between José Gerardo Badín Cherit (“Badín”), in his capacity as Foreign Representative (the “Foreign Representative”) of Integradora de Servicios Petroleros, S.A.P.I. de C.V. (“Integradora”) and Perforadora Oro Negro, S. de R.L. de C.V. (“Perforadora” and, together with Integradora, the “Debtors”) and the Defendants (as hereinafter defined) (collectively, the “Parties”), providing for, subject to the approval of the Court, the extension of the stay of all deadlines in the above-captioned case, including, without limitation, in the Adversary Proceedings (as defined below) (collectively, the “Chapter 15 Proceedings”) until the Termination Date (as defined below).

RECITALS

WHEREAS, in September 2017, the Debtors and certain of their affiliates initiated voluntary *concurso mercantil* proceedings, insolvency proceedings in México (the “Concurso Mercantil”);

WHEREAS, on April 20, 2018 (the “Petition Date”), the Debtors filed their respective voluntary petition for bankruptcy relief under chapter 15 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Court”);

WHEREAS, on June 6, 2019, Gonzalo Gil-White (“Gil-White”) filed, personally and in his capacity as the then-Foreign Representative of the Debtors, an adversary proceeding against Alp Ercil, Alterna Capital Partners, LLC, AMA Capital Partners, LLC, Andres Constantin Antonius-Gonzalez, Asia Research And Capital Management Ltd., CQS (UK) LLP, Fintech Advisory, Inc., Deutsche Bank Mexico, S.A., Institución de Banca Multiple, García González y Barradas Abogados, S.C., GHL Investments (Europe) Ltd., John Fredriksen, Kristan Bodden, Maritime Finance Company Ltd., Noel Blair Hunter Cochrane, Jr, Oro Negro Primus Pte., Ltd., Oro Negro Laurus Pte., Ltd., Oro Negro Fortius Pte., Ltd., Oro Negro Decus Pte., Ltd., Oro Negro Impetus Pte., Ltd., Paul Matison Leand, Jr., Roger Alan Bartlett, Roger Arnold Hancock, Seadrill Limited, Ship Finance International Ltd., and Does 1-100 (collectively, the “First Adversary Proceeding Defendants”), which is identified by the Court as Adversary Proceeding No. 19-01294 (the “First Adversary Proceeding”);

WHEREAS, on June 24, 2019, Gil-White filed a second adversary proceeding, personally and in his capacity as the then-Foreign Representative of the Debtors, against Contrarian Capital Management, LLC and Nordic Trustee, AS (collectively, the “Second Adversary Proceeding”)

Defendants”), which is identified by the Court as Adversary Proceeding No. 19-01301 (the “Second Adversary Proceeding”);

WHEREAS, on September 26, 2019, Fernando Perez-Correa (“Perez-Correa”) filed, personally and in his capacity as the then-Foreign Representative of the Debtors, an adversary proceeding together with Jose Antonio Cañedo-White, Carlos Williamson-Nasi, Gonzalo Gil-White, and Miguel Angel Villegas-Vargas (together with Perez-Correa, the “Third Adversary Proceeding Plaintiffs,” and, together with Gil-White, the “Non-Debtor Plaintiffs”) against Asia Research and Capital Management Ltd., GHL Investments (Europe) Ltd., Oro Negro Primus Pte., Ltd., Oro Negro Laurus Pte., Ltd., Oro Negro Fortius Pte., Ltd., Oro Negro Decus Pte., Ltd., Oro Negro Impetus Pte., Ltd., and Ship Finance International Ltd. (collectively, the “Third Adversary Proceeding Defendants,” and, together with the First Adversary Proceeding Defendants and the Second Adversary Proceeding Defendants, the “Defendants”), which is identified by the Court as Adversary Proceeding 19-01360 (the “Third Adversary Proceeding,” and, together with the First Adversary Proceeding and the Second Adversary Proceeding, the “Adversary Proceedings”);

WHEREAS, on January 3, 2020 the Court entered the *Third Supplemental Order Granting Recognition of Foreign Main Proceedings* [Docket No. 267], recognizing Badín as the Foreign Representative of the Debtors;

WHEREAS, on February 11, 2020, the Court granted Badín’s request that all deadlines in the Chapter 15 Proceedings be stayed until March 16, 2020 [Docket No. 276];

WHEREAS, on February 21, 2020, Nordic Trustee, AS and NT Refectio XX AS (“NT Refectio”) submitted an offer (the “Bid”) to the Second District Judge of Civil Matters in Mexico City in the *Concurso Mercantil* (the “Mexican Judge”), pursuant to Article 207 of *Ley de Concursos Mercantiles* (the “Concurso Law”), the Mexican insolvency and bankruptcy law,

pursuant to which NT Refectio offered to purchase certain assets of the Debtors (the “Assets”);

WHEREAS, the claims of the Debtors which are the subject of the Adversary Proceedings are included as part of the Assets subject to the Bid;

WHEREAS, on February 25, 2020, the Mexican Judge entered an Order admitting the Bid and directing to make the Bid available to the Debtors, recognized creditors and liquidators in order for them to make any statements or objections to the Bid by March 13, 2020;

WHEREAS, if after the expiration of such 10-day period there are no objections to the Bid, the Mexican Judge shall order the Foreign Representative to commence a process for bidding on the Assets within three (3) days of such order (the date of commencement of the bidding process, the “Commencement Date”);

WHEREAS, pursuant to Article 207 of the Concurso Law, the bidding process must be completed no earlier than ten (10) days and no later than ninety (90) days after the Commencement Date; and

WHEREAS, in light of the bidding process that is expected to begin shortly after March 13, 2020, the Parties have discussed and agree to a stay of all deadlines in the Chapter 15 Proceedings, including, without limitation, the Adversary Proceedings, from the Entry Date to and through the date that is the later of (a) ninety (90) days following the Entry Date or (b) if the Commencement Date has occurred prior to such date, (90) days following the Commencement Date (the “Termination Date”).

STIPULATION

NOW, THEREFORE, the Parties hereby **STIPULATE AND AGREE** as follows:

1. The Foreign Representative shall file a notice in this Chapter 15 Case of the Commencement Date within five (5) days of the entry of an order by the Mexican Judge to commence the bidding process for the Assets.

2. The stay of all deadlines in the Chapter 15 Proceedings, including, without limitation, the Adversary Proceedings, will be deemed extended from Entry Date to and through the later of (a) ninety (90) days following the Entry Date or (b) if the Commencement Date has occurred prior to such date, the Termination Date.

3. This Stipulation may be executed in counterparts, each of which shall be deemed an original, and evidence of this Stipulation may be exchanged by fax or by electronic transmission of a scanned copy of the signature pages or by exchange of originally signed documents.

4. Each person who executes this Stipulation represents and warrants that he or she is duly authorized and has the requisite authority to execute and deliver this Stipulation on behalf of such Party and to bind his or her respective Party to the terms and conditions of this Stipulation.

5. This Stipulation does not waive any of the undersigned defendants' available defenses and objections to these proceedings, including without limitation, available defenses on the grounds of lack of personal jurisdiction, insufficiency of process, and insufficiency of service of process;

6. This Stipulation shall be entered on the respective dockets for each of the Adversary Proceedings, as defined above;

7. This Stipulation constitutes the entire agreement between the Parties with respect to the matters addressed herein and may not be modified except in a writing signed by the parties.

[*Signatures Follow*]

IN WITNESS WHEREOF, the Parties hereto have caused this Stipulation to be executed as of the day and year written below.

Dated: March 6, 2020

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SO ORDERED, this 9th day of March, 2020

/S/ Shelley C. Chapman

HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE